

CAL-MAINE FOODS, INC.
AUDIT COMMITTEE CHARTER

I. Purpose

The primary purpose of the Audit Committee (the “Committee”) of the board of directors (the “Board”) of Cal-Maine Foods, Inc. (the “Company”) is to discharge the Board’s oversight responsibilities relating to: (i) the Company’s accounting and financial reporting processes and financial statement audits; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the qualifications and independence of the Company’s independent registered public accounting firm (the “Independent Auditor”); (iv) the performance of the Company’s Independent Auditor and internal audit function (the “Internal Auditor”); (v) the Company’s disclosure controls and procedures, internal control over financial reporting, and compliance with ethical standards adopted by the Company; and (vi) the review and oversight on an ongoing basis of all “related-party transactions,” meaning those required to be disclosed pursuant to Item 404 of Regulation S-K of the U.S. Securities and Exchange Commission (the “SEC”). This charter (the “Charter”) sets forth the authority and responsibilities of the Committee in fulfilling its purpose.

It is not the duty of the Committee to plan or conduct audits, or to determine that the Company’s financial statements comply with U.S. generally accepted accounting principles (“GAAP”) and the rules of the SEC. These are the responsibilities of management and the Independent Auditor.

II. Composition

The Committee shall consist of at least three directors appointed by the Board. The Board will appoint one member of the Committee as its chairperson (the “Chair”) who shall be responsible for leadership of the Committee.

All Committee members shall meet the standards of independence and other qualifications required by the Nasdaq Stock Market (“Nasdaq”) and the SEC, including the heightened standards of independence for Committee members. Each Committee member must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. No member of the Committee may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules and regulations, form and delegate any of its responsibilities to subcommittees consisting of one or more members.

III. Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

Reports and Accounting Information Review

- Review and discuss with the Independent Auditor and management the Company's annual audited financial statements, the form of audit opinion to be issued by the Independent Auditor on the financial statements, including critical audit matters, and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed with the SEC. The discussion shall include the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgements, and the clarity of disclosures.
- Recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K for filing with the SEC, and produce the audit committee report required to be included in the Company's proxy statement.
- Review and discuss with the Independent Auditor and management the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed with the SEC.
- Review and discuss the Company's earnings press releases. Such discussions may be in general terms, such as the types and presentation of information and use of any pro forma, adjusted, or non-GAAP financial information.
- Review and discuss financial information and presentations provided to analysts and ratings agencies. Such discussions may be in general terms, such as the types of information disclosed and presentations to be made.

Independent Auditor

- Select and retain the Independent Auditor for the purpose of auditing the Company's annual financial statements and internal control over financial reporting (and recommend that the Board submit the selection for shareholder ratification, if applicable); approve the engagement, including setting the compensation, of the Independent Auditor; oversee the work done by the Independent Auditor; and terminate the Independent Auditor, if necessary. The Independent Auditor shall report directly to the Committee.
- Select, retain, compensate, oversee, and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, to the extent required by the SEC or Public Company Accounting Oversight Board ("PCAOB"). Each such firm shall report directly to the Committee.
- Pre-approve all audit and permitted non-audit and tax services that may be provided by the Independent Auditor or, to the extent required by the SEC or PCAOB, other

registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Independent Auditor or other registered public accounting firms on an ongoing basis. The Committee may delegate such responsibilities to one or more members, provided that decisions made pursuant to such delegated authority shall be presented to the full Committee at its next regularly scheduled meeting. Consider whether the Independent Auditor's provision of permissible non-audit services is compatible with the independence of the Independent Auditor.

- Obtain and review at least annually a written report from the Independent Auditor regarding the independence of the Independent Auditor, delineating all relationships between the Independent Auditor and the Company; actively engage in a dialogue with the Independent Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the Independent Auditor; and take any other action the Committee deems appropriate to oversee the independence of the Independent Auditor.
- Review and discuss with the Independent Auditor: (1) critical accounting policies; (2) alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the Independent Auditor; and (3) material written communications between the Independent Auditor and management, including management letters and schedules of unadjusted differences.
- Review with management and the Independent Auditor: (1) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (2) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (3) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
- Review and discuss with management and the Independent Auditor: (1) any audit problems or difficulties; (2) any significant disagreements with management; and (3) management's response to these problems, difficulties, or disagreements; and resolve any disagreements between the Independent Auditor and management.
- Review and discuss with the Independent Auditor its evaluation of the Company's identification of, accounting for, and disclosure of relationships and transactions with related parties to the extent required by GAAP and the PCAOB.
- Review and discuss with the Independent Auditor: (1) the Independent Auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; (2) the overall audit strategy; (3) the scope and timing of the annual audit; (4) any significant risks identified during the Independent Auditor's risk assessment procedures; and (5) when completed, the results, including significant findings, of the annual audit.

- Obtain and review at least annually a report from the Independent Auditor that describes the Independent Auditor's internal quality control procedures and any issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection of the Independent Auditor or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the Independent Auditor, and any steps taken to address any such issues.
- Evaluate, at least annually, the qualifications, performance, and independence of the Independent Auditor, including an evaluation of the lead audit partner; and monitor Independent Auditor partner rotation as required to maintain independence pursuant to SEC and PCAOB requirements. Consider whether there should be a rotation of the accounting firm serving as the Independent Auditor.
- Review and discuss with the Independent Auditor any other matters required to be discussed with the Committee by the applicable requirements of the PCAOB and SEC.

Financial Reporting Processes, Accounting Policies and Internal Control Structure

- Discuss with management, the Independent Auditor and the Internal Auditor, as applicable, the adequacy and effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, including any significant deficiencies or material weaknesses identified in connection with management's annual and quarterly certifications, and any significant changes in internal controls.
- Receive and review any disclosure from the Company's principal executive officer and principal financial officer made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of: (1) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information; and (2) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
- Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
- Review the Company's compliance with financial covenants in its debt agreements.
- Monitor and review the Company's investment policy and compliance with the policy as adopted.

Internal Auditor

- Review, discuss with the Independent Auditor, and approve the functions of the Company's Internal Auditor, including its purpose, authority, organization,

responsibilities, budget and staffing, and review the scope and performance of the internal audit plan.

- Review internal audit reports to management (or summaries thereof) prepared by the Company's Internal Auditor, as well as management's response to such reports.
- Review with the Internal Auditor any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the Internal Auditor's work.

Ethical Compliance, Legal Compliance and Risk Management

- Review the Company's Code of Ethics and Business Conduct and the Company's systems to monitor compliance with and enforce this Code.
- Review and oversee on an ongoing basis all "related-party transactions," meaning those required to be disclosed pursuant to Item 404 of Regulation S-K.
- Review, with the Company's counsel, legal compliance and legal matters, including legal cases against or regulatory investigations of the Company, that could have a significant impact on the Company's financial statements.
- Discuss with the Company's Director of Information Technology ongoing processes to improve and update the Company's cybersecurity protocols, new cybersecurity threats, results of internal assessments, and any significant cybersecurity incidents.

Other Duties and Responsibilities

- Review, with management, the Company's finance function, its organization, and qualifications of personnel.
- Review and reassess the adequacy of this Charter at least annually and recommend to the Board any changes the Committee deems appropriate.
- Conduct a periodic performance assessment relative to the Committee's purpose, duties, and responsibilities outlined in this Charter pursuant to a checklist developed by the Committee.
- Engage in such other activities, as are consistent with the Committee's stated purposes and applicable laws, rules and regulations, as the Board may request or as the Committee deems necessary and appropriate.

IV. Advisors; Funding

The Committee shall have the sole authority to retain independent legal counsel, accountants and such other experts and advisors (the "Advisors"), to the extent it deems necessary or appropriate to assist with the execution of its responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee. The Committee has the authority to conduct investigations into any matters within the scope of its responsibilities and to meet with and seek any information it requires from employees, officer, directors, or external parties.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any Advisors. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company, and shall have full, unrestricted access to Company books, records and facilities.

The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of (1) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (2) compensation to any Advisors retained by the Committee; and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

V. Meetings and Reports

The Committee shall meet from time to time as necessary to carry out its responsibilities and at least quarterly. A majority of the members of the Committee present at any meeting at which a quorum is present may determine the Committee's actions and fix the time and place of its meetings. A majority of the directors then serving on the Committee shall constitute a quorum. Meetings of the Committee may be called by the Chair or by a majority of the members of the Committee. The Chair will preside at each meeting of the Committee. If the Chair is not present at a meeting, the Committee members present at the meeting will designate one of its members as the acting chair of such meeting. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board.

Each regularly scheduled meeting will conclude with an executive session of the Committee, which shall be conducted outside the presence of management and which at least annually shall include the Independent Auditor. Additionally, as part of its responsibility to foster open communication, the Committee may meet periodically with management and the Internal Auditor in separate executive sessions.

The Committee will maintain written minutes of its meetings and copies of its actions by unanimous written consent and will file such minutes and copies of unanimous written consents with the minutes of the meetings of the Board. The Committee will report periodically to the Board, generally at the next regularly scheduled Board meeting following a Committee meeting, on actions taken and significant matters reviewed by the Committee.

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Adopted by the Board of Directors on March 25, 2025.